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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
Reorganized Debtors. : (Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND WILMINGTON TRUST COMPANY, AS
INDENTURE TRUSTEE ALLOWING PROOF OF CLAIM NUMBER 10271**

(WILMINGTON TRUST COMPANY, AS INDENTURE TRUSTEE)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Wilmington Trust Company, as Indenture Trustee (“WTC”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Wilmington Trust Company, As Indenture Trustee Allowing Proof Of Claim Number 10271 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (the “Petition Date”), Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 24, 2006, WTC filed a proof of claim against Delphi asserting an unsecured non-priority claim in the amount of \$2,044,593,402.77 on account of principal and accrued interest owing with respect to certain notes and debentures for which WTC is the indenture trustee (the “Proof of Claim”), which Proof of Claim has been assigned claim number 10271 by the Debtors.

WHEREAS, On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or

otherwise resolving all Claims against, and Interests in, the Debtors" Modified Plan,
art. 9.6.

WHEREAS, on December 21, 2009, the Reorganized Debtors filed the
Reorganized Debtors' Fortieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R.
Bankr. P. 3007 To (I) Expunge Certain (A) Books And Records Claims, (B) Fully Satisfied
Claims, And (C) Objected-To Claims To Be Disallowed, (II) Modify And Allow Certain (A)
Partially Satisfied Claims, (B) Claims To Be Further Modified, (C) Objected-To Claims To Be
Modified And Allowed, And (III) Allow Certain Claims (Docket No. 19222) (the "Fortieth
Omnibus Claims Objection") seeking to allow the Proof of Claim.

WHEREAS, on January 14, 2010 WTC filed the Response Of Wilmington Trust
Company, As Indenture Trustee To Fortieth Omnibus Claims Objection (Docket No. 19312) (the
"Response").

WHEREAS, to resolve the Fortieth Omnibus Claims Objection as it related to the
Proof of Claim, the Reorganized Debtors and WTC have entered into this Stipulation, pursuant
to which the Reorganized Debtors and WTC agree that the Proof of Claim should be allowed as
a general unsecured non-priority claim in the amount of \$2,044,593,402.77 against DPH
Holdings Corp. (f/k/a Delphi Corp.).

NOW, THEREFORE, the Reorganized Debtors and WTC stipulate and agree as
follows:

1. The Proof of Claim shall be allowed in the amount of Two Billion,
Forty-Four Million, Five Hundred Ninety-Three Thousand, Four Hundred Two Dollars and
Seventy-Seven Cents (\$2,044,593,402.77) and shall be treated as an allowed general unsecured
non-priority claim against DPH Holdings Corp. (f/k/a Delphi Corp.) in accordance with the

terms of the Modified Plan.

2. The Response is hereby deemed withdrawn.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 7th day of May, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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